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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

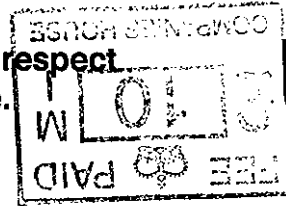
COMPANIES FORM No. 395

Particulars of a mortgage or charge

80/t20/120441 x 2

395

A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.



Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

3111

3674789

Name of company

* Umbro Holdings Limited ("the Company")

Date of creation of the charge

5 May 1999

Description of the instrument (if any) creating or evidencing the charge (note 2)

Deed of Rental Deposit ("the Rent Deposit Deed")

Amount secured by the mortgage or charge

1. Rent, service charges, insurance premiums or other contribution to the cost of insurance of the premises at part fourth floor 27 Old Bond Street and 13 Albemarle Street London W1 ("Premises"), outgoings, interest, value added tax and other payments payable to or recoverable by the Chargee or in respect of which the Chargee is entitled to be indemnified by the Company under the lease of the Premises dated 5 May 1999 and between the Chargee (1) and Umbro Holdings Limited (2) ("the Lease"), whether or not reserved by way of rent and whether or not formally demanded;
2. Claims, demands, damages, losses, costs and expenses arising out of or incidental to breach by the Company of the covenants and conditions in the Lease, or of obligations in the Rent Deposit Deed; and
3. Loss of mesne profits and other losses arising in consequence of forfeiture or disclaimer of the Lease (together "the Liabilities")

Names and addresses of the mortgagees or persons entitled to the charge

Mid UK Limited ("the Chargee")
13 Albermarle Street
London

Postcode W1X 3HA

Presentor's name address and
reference (if any):

Berwin Leighton
Adelaide House
London Bridge
London
EC4R 9HA

NBUL/M820/33

Time critical reference

For official Use
Mortgage Section

Post room



KLO *KK1QBGH3* 379
COMPANIES HOUSE 20/05/99

Short particulars of all the property mortgaged or charged

The Company's interest in an interest bearing account maintained at a bank (namely The Sumitomo Bank Limited) by the Chargee in which to hold the sum which the Company has provided to the Chargee to meet Liabilities which is for the time being unexpended and which at the date of the Rent Deposit Deed is a total sum (including VAT) of £61,922.50.

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Particulars as to commission allowance or discount (note 3)

Not applicable

Signed

Date

May 1999

On behalf of [company] [mortgagee/chargee] t

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Notes

† delete as appropriate

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 03674789

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF RENTAL DEPOSIT DATED THE 5th MAY 1999 AND CREATED BY UMBRO HOLDINGS LIMITED FOR SECURING RENT SERVICE CHARGES INSURANCE PREMIUMS OR OTHER CONTRIBUTION TO THE COST OF INSURANCE AND OTHER PAYMENTS PAYABLE TO MID U.K.LIMITED BY THE COMPANY UNDER THE LEASE DATED 5 MAY 1999 WHETHER OR NOT RESERVED BY WAY OF RENT AND WHETHER OR NOT FORMALLY DEMANDED AND ALL COSTS AND EXPENSES ARISING OUT OF BREACH BY THE COMPANY OF THE COVENANTS AND CONDITIONS IN THE LEASE OR OF OBLIGATIONS IN THE RENT DEPOSIT DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th MAY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th MAY 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E